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**UNITED STATES DISTRICT COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK**

CONOPCO, INC. (as successor-in-interest to
Lever Brothers Company),

Plaintiff,

-v-

TRAVELERS CASUALTY & SURETY
COMPANY (as successor-in-interest to Aetna
Casualty & Surety Company) and
TRAVELERS INDEMNITY COMPANY,

Defendants.

Civil Action No.: 07 CIV 6085 (RJS)

Honorable Richard J. Sullivan, U.S.D.J.

ANSWER TO COUNTERCLAIM

[Document Filed Electronically]

Plaintiff, Conopco, Inc. ("Conopco"), as successor-in-interest to Lever Brothers Company ("Lever Brothers"), as and for its Answer to the Counterclaim of Travelers Casualty & Surety Company as successor-in-interest to Aetna Casualty & Surety Company ("Aetna"), and Travelers Indemnity Company (collectively "Travelers" or "Defendants"), respectfully states as follows:

1. Conopco neither admits nor denies the legal conclusions contained in Paragraph 1 of Travelers' Counterclaim. To the extent that a responsive pleading is required, Conopco denies knowledge or information sufficient to form a belief as to the truth of the allegations contained therein except admits that it has certain obligations with respect to retrospective premiums.

2. Conopco denies the truth of the allegations contained in Paragraph 2 of Travelers' Counterclaim.

3. Conopco admits the truth of the allegations contained in Paragraph 3 of Travelers' Counterclaim.

4. Conopco denies the truth of the allegations contained in Paragraph 4 of Travelers' Counterclaim.

AFFIRMATIVE DEFENSES

FIRST AFFIRMATIVE DEFENSE

Travelers' Counterclaim fails to state a claim upon which relief can be granted.

SECOND AFFIRMATIVE DEFENSE

Travelers' Counterclaim is barred by the applicable statute of limitations.

THIRD AFFIRMATIVE DEFENSE

Travelers' Counterclaim is barred by the doctrines of waiver, estoppel and laches, unclean hands and other equitable principles.

FOURTH AFFIRMATIVE DEFENSE

Conopco reserves the right to add such additional affirmative defenses as are revealed in the course of discovery or at trial in this matter.

WHEREFORE, Conopco respectfully requests that judgment be entered as follows:

1. Dismissing Travelers' Counterclaim with prejudice;
2. Awarding costs and disbursements, including but not limited to attorneys' fees and pre- and post-judgment interest; and
3. Such other and further relief as this Court may deem just and proper.

LOWENSTEIN SANDLER PC
Attorneys for Plaintiff,
Conopco, Inc. (as successor-in-interest to
Lever Brothers Company)

By:  _____
Jeffrey L. Schulman (JS-5739)

Dated: November 19, 2007